

May 1, 2004

Astana

**Amendment to the Agreement  
of November 1, 2003 between Corporate Fund Kazakhstan and Patton Boggs, LLP**

The current agreement between Patton Boggs, LLP ("Patton Boggs") and Corporate Fund Kazakhstan ("CFK"), that came into force on November 1, 2003 at 12:00 (Eastern Standard Time), (The "Agreement") is scheduled to expire on April 30, 2004. Signed copies of the Agreement (in English and in Russian) are attached for your review.

In accordance with agreement reached, Patton Boggs developed a work plan to assist the Republic of Kazakhstan in implementing public congressional policy for 2004 and 2005. Therefore, both parties would like to extend the agreement beyond the expiration date of April 30, 2004.

Set forth below is an amendment ("the Amendment") to the Agreement, the purpose of which is to extend the Agreement through April 30, 2005 and introduce changes as follows:

**I. AMENDMENT TO THE AGREEMENT**

This amendment amends the Agreement of November 1, 2003.

Effective May 1, 2004 at 12:00 a.m. (Eastern Standard Time), this amendment, signed by Patton Boggs, LLP ("Patton Boggs") and Corporate Fund Kazakhstan ("CFK"), extends the Agreement through April 30, 2005. The retainer amount for Patton Boggs' professional services will be US\$75,000 (seventy five thousand) per month to be paid quarterly in advance plus expenses.

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**A. Retainer**

The retainer payment schedule set forth in section II(C) of the Agreement of November 1, 2003 (subclause "Retainer") is amended as follows:

The payment covering May, June and July (US\$225,000.00) will be due on May 1, 2004. The payment covering August, September and October (US\$225,000.00) will be due on August 1, 2004. The payment covering November, December, and January (US\$225,000.00) will be due on November 1, 2004. The payment covering February, March, and April (US\$225,000.00) will be due on February 1, 2005.

The terms of representation will last 12 months, from May 1, 2004 through April 30, 2005. All other provisions of section II(C) of the Agreement remain unchanged.

**B. Remaining Sections**

The sections of the Agreement entitled "Standard Terms of Engagement", "Patton Boggs Team", and "Termination of Agreement" remain unchanged.

The section entitled and "Scope of Work" is deleted and replaced with the following language:

The scope of representation will include assisting CFK with respect to its relationships both with the U.S. Congress and the Executive Branch. In particular, Patton Boggs agrees to assist with:

- a. the provision of counsel on legislative and political matters, and facilitating Congressional relationships, Congressional meetings, and Congressional hearings,
- b. improving the relations of various NGOs with Kazakhstan, and
- c. relations with U.S. officials and nongovernmental organizations (NGOs) to assist with preparation and holding fall 2004 Parliamentary Elections in Kazakhstan.

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## II. CLOSING

This amendment will apply to any future work that Patton Boggs will undertake for CFK unless the parties will reach written agreement reflecting different terms and conditions of cooperation.

Very truly yours,

 **PATTON BOGGS LLP**  
ATTORNEYS AT LAW  
1450 M Street, NW  
Washington, DC 20037  
United States of America

*Michael J. Deeb*  
for PATTON BOGGS, L.L.P. 1 May 04 Date



*DM*  
for Corporate Fund «Kazakhstan» 01 May 2004 Date